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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

IN RE:	§	CASE NO. 23-30035-mvl7
	§	
ANIMO SERVICES, LLC,	§	(Chapter 7)
	§	
DEBTOR.	§	Hon. Michelle V. Larson
	§	

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**PETITIONING CREDITORS' MOTION TO COMPEL TOBY NEUGEBAUER TO  
PREPARE AND FILE THE DEBTOR'S LIST OF CREDITORS, SCHEDULES, AND  
STATEMENT OF FINANCIAL AFFAIRS**

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MBO Partners, Inc., The Great Realization, LLC, McLaren Strategic Solutions, Inc., EastBanc Technologies, LLC, Kublr, LLC, and Unqork, Inc. (collectively, the “**Petitioning Creditors**”), by their counsel Michael Best & Friedrich LLP, hereby move this Court (submit this “**Motion**”), pursuant to 11 U.S.C. §§ 105(a) and 521<sup>1</sup>, and Fed. R. Bankr. P. 1007<sup>2</sup>, to compel Toby Neugebauer (“**Mr. Neugebauer**”) to prepare and file the Debtor’s list of creditors, schedules, and statement of financial affairs.

In support of this Motion, the Petitioning Creditors state as follows:

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<sup>1</sup> Unless otherwise specified, all statutory references herein are to title 11 of the United States Code.

<sup>2</sup> Hereinafter, all references to rules are to the Federal Rules of Bankruptcy Procedure.

## **BACKGROUND**

### **A. The Debtor's Failure to File its List of Creditors, Schedules, and Statement of Financial Affairs**

1. On January 4, 2023, the Petitioning Creditors filed an involuntary Chapter 7 petition against the Debtor. (Dkt. No. 1.) This Court entered an order for relief on February 9, 2023. (Dkt. No. 12.)

2. A notice of deficiency (the “**Deficiency Notice**”) was attached to and entered contemporaneously with the order for relief. (Dkt. No. 12-1.) The Deficiency Notice explicitly directed the Debtor to file its list of creditors, schedules, and statement of financial affairs within 14 days of the order for relief (by February 23, 2023). (*See id.*)

3. The Debtor did not file its list of creditors, schedules, or statement of financial affairs by the Court’s deadline.

4. On March 14, 2023, the Court held a status conference, at which Mr. Neugebauer, either individually or by his counsel, appeared, regarding, among other things, the Deficiency Notice. (*See* Dkt., 03/14/2023.)

5. On March 21, 2023, the Court entered an order extending the deadline to file the list of creditors, schedules, and statement of financial affairs to May 15, 2023. (Dkt. No. 25.) The order provided that “if no person has agreed by April 13, 2023 to prepare and file the list of creditors, bankruptcy schedules, and statement of financial affairs . . . , then the petitioning creditors shall . . . file a motion in this case promptly after April 13, 2023 requesting that the Court order a person to prepare and file them.” (*Id.* at 1-2.)

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6. No person has agreed to prepare and file the Debtor's list of creditors, schedules, and statement of financial affairs.

**B. Mr. Neugebauer's Control of and Connection to the Debtor**

7. According to public records on file with the Texas Secretary of State, the Debtor's sole manager is With Purpose, Inc. ("With Purpose"). The most recent filing by the Debtor with the Texas Secretary of State is a Certificate of Amendment filed on February 11, 2022, signed by Mr. Neugebauer on behalf of With Purpose.

8. With Purpose is a debtor in a separate, Chapter 7 case pending in this Court. (See Case No. 23-30246-mlv7.) Scott M. Seidel ("Mr. Seidel") is the Chapter 7 Trustee appointed in With Purpose's bankruptcy. (*Id.*)

9. According to With Purpose's schedules, With Purpose is the Debtor's sole member. (See *id.* at Dkt. No. 31, 10.) Mr. Neugebauer appeared on behalf of With Purpose at its meeting of creditors.

10. Mr. Neugebauer is one of the Debtor's founders and served as its CEO. See Rachel L. Ensign, *et al.*, *How a New Anti-Work Bank Stumbled*, WALL STREET JOURNAL, Oct. 11, 2022.

11. On April 17, 2023, counsel for the Petitioning Creditors met with Mr. Seidel's counsel to discuss the deficiencies in this case and obtaining information. Mr. Seidel received numerous documents relevant to With Purpose's case from Mr. Neugebauer and his counsel. Mr. Seidel is willing to assist and provide documents in his

possession to aid in the preparation of the Debtor's list of creditors, schedules, and statement of financial affairs, but has not committed to actually filing any documents.

**RELIEF REQUESTED**

12. The Petitioning Creditors request that this Court enter an order compelling Mr. Neugebauer to prepare and file the Debtor's list of creditors, schedules, and statement of financial affairs by May 15, 2023, or such reasonable time thereafter.

**ARGUMENT**

**A. Jurisdiction and Statutory Predicates**

13. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. The subject matter of this Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

14. The statutory predicates for the relief sought herein are §§ 105(a) and 521, and Rule 1007.

**B. The Court Should Compel Mr. Neugebauer to Prepare and File the Debtor's List of Creditors, Schedules, and Statement of Financial Affairs.**

15. Unless a court orders otherwise, under every chapter of the Bankruptcy Code, the debtor is responsible for filing a list of creditors, schedules, and a statement of financial affairs. 11 U.S.C. § 521(a)(1)(A)-(B). This is true even in involuntary cases. *See Fed. R. Bankr. P. 1007(c)* (requiring that the debtor in an involuntary case file "the list in subdivision (a)(2), and the schedules, statements, and other documents required by subdivision (b)(a)" within 14 days of the order for relief).

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16. When a debtor fails to file the required documents, “the court may order the trustee, a petitioning creditor, committee, or other party” to do so. Fed. R. Bankr. P. 1007(k).

17. Here, Mr. Neugebauer has both the access and the control necessary to prepare and file (or direct the preparation and filing of) the Debtor’s list of creditors, schedules, and statement of financial affairs.

18. Mr. Neugebauer has appeared in both this case and With Purpose’s case. He has signatory authority over With Purpose. And With Purpose is the Debtor’s sole member and manager. Although With Purpose is now in Ch. 7 and its assets are now administered by Mr. Seidel, ultimately Mr. Neugebauer appears to be the individual that should provide such information for the benefit of Animo’s estate.

19. Mr. Neugebauer has demonstrated that he has substantial access to With Purpose’s records, documents, and information. Further, based on his former role as the Debtor’s CEO, Mr. Neugebauer is familiar with the Debtor’s records and systems.

20. Mr. Neugebauer’s authority over With Purpose is sufficient to enable him to at least direct the preparation and filing of the Debtor’s list of creditors, schedules, and statement of financial affairs.

21. Mr. Neugebauer is the best situated party to this case to prepare and file the Debtor’s list of creditors, schedules, and statement of financial affairs. He should be compelled to do so.

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**CONCLUSION**

22. WHEREFORE, the Petitioning Creditors request that this Court enter an Order: (a) compelling Mr. Neugebauer to prepare and file the Debtor's list of creditors, schedules, and statement of financial affairs, as required under § 521 and Rule 1007, by May 15, 2023, or such reasonable time thereafter; and (b) granting the Petitioning Creditors all other relief that may be just and equitable.

Respectfully submitted: April 19, 2023.

**MICHAEL BEST & FRIEDRICH LLP**

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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that, on this 19<sup>th</sup> day of April, 2023, he caused a true and correct copy of this document to be served (a) via the Court's ECF notification system on all parties entitled to notice thereby, and (b) via first class mail, postage prepaid, on the following:

**Toby Neugebauer**  
10777 Straight Ln.  
Dallas, TX 75229

**Toby Neugebauer**  
PO Box 863376  
Plano, TX 75096

**Clay M. Taylor**  
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420 Throckmorton St., Suite 1000  
Fort Worth, TX 76102

By: Justin M. Mertz  
Justin M. Mertz

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